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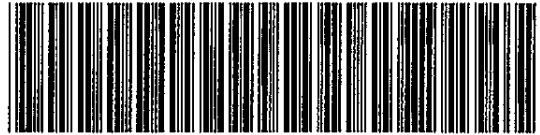
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LAW OFFICES

HAAG, HAAG & FRIEDRICH, P.A.

452 PLEASANT GROVE ROAD
INVERNESS, FLORIDA 34452

JEANNETTE M. HAAG***
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*CERTIFIED FAMILY LAW MEDIATOR
*CERTIFIED CIRCUIT COURT MEDIATOR
*BOARD CERTIFIED CITY, COUNTY AND
LOCAL GOVERNMENTAL LAW
*ADMITTED TO OKLAHOMA BAR

March 29, 2006

Corporate Records Bureau
Division of Corporations
DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, Florida 32314

RE: THE SERGEANT DENNIS JAMES FLANAGAN FOUNDATION, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for filing with your office. Also, enclosed herewith is check for \$78.75 to cover your fee.

Please forward the certified copy and letter of acknowledgment to the undersigned.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact this office.

Yours truly,

HAAG, HAAG & FRIEDRICH, P.A.

By:


JEANNETTE M. HAAG

JMH/sd
Enclosures

ARTICLES OF INCORPORATION
OF
THE SERGEANT DENNIS JAMES FLANAGAN FOUNDATION, INC.
(a Florida not-for-profit corporation)

ARTICLE I
NAME

The name of the corporation shall be: **THE SERGEANT DENNIS JAMES FLANAGAN FOUNDATION, INC.**

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: **1965 East Circle Drive, Inverness, Florida 34453-0558.**

ARTICLE III
PURPOSE

The purpose for which the corporation is organized is:

(a) Exclusively for charitable, religious, educational, literary, and scientific purposes, including the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

(b) To sponsor and promote scholarships for students in High School who desire to attend college and major in post secondary education; scholarships for graduating seniors who desire to attend vocational schools; all service member children of the 101st Fort Campbell Army Division, both active or inactive; sponsorship of the Civil Air Patrol; sponsorship of any veteran organization or events.

(c) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, director, or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one (1) or more of its purposes), and no member, director or

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JACKSONVILLE, FLORIDA

officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c) (3) of the Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c) (2) of the Code and regulations issued thereunder.

(e) In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c) (3) and 170(c) (2) of the Code or corresponding sections of any prior or future Code or to the Federal, state, or local government for exclusive public purpose.

ARTICLE IV **POWERS**

In addition to the powers conferred by the laws of the State of Florida, the corporation shall have the following powers:

(a) To receive and accept gifts of money and property and to hold the same for any other purpose of the corporation and its work.

(b) To raise and assist in raising funds for the purposes herein set forth.

(c) To acquire, own, lease, mortgage, and dispose of property, both real and personal.

(d) To issue annuities and to enter into a gift-annuity contract.

(e) To serve as a trustee of property and to accept donations in trust for charitable purposes.

(f) To acquire, hold, own, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, bonds, obligations or

other securities of other corporations, domestic or foreign, as investments or otherwise, in carrying out any of the purposes of the corporation and, while the owner thereof, to exercise all rights, powers, and privileges of ownership, including the power to vote thereon.

(g) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for religious, charitable, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Code and its regulations as they now exist or as they may hereinafter be amended.

ARTICLE V

LIMITATION ON POWERS

(a) This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c) (3) of the Code as amended heretofore or hereafter.

(b) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

(c) This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent Federal tax laws.

(d) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent Federal tax laws.

(e) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent Federal tax laws.

(f) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

(g) This corporation shall not engage in any prohibited transactions as defined in Section 503(b) of the Code or corresponding provisions of any subsequent Federal tax laws.

ARTICLE VI
CONTRIBUTIONS

The corporation shall be supported by donations solicited or received and contributed by the general public and grants, gifts, or donations received from charitable, religious, or educational organizations.

ARTICLE VII
EXISTENCE

The term for which this corporation is to exist shall be perpetual.

ARTICLE VIII
INCORPORATOR

The name and address of the initial Incorporator to these Articles of Incorporation is:

Patricia Flanagan
1965 East Circle Drive
Inverness, Florida 34453-0558

ARTICLE IX
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the Registered Agent is:

Patricia Flanagan
1965 East Circle Drive
Inverness, Florida 34453-0558

ARTICLE X
INITIAL DIRECTORS AND/OR OFFICERS

The name and address of the initial Directors and/or Officers to these Articles of Incorporation are:

Patricia Flanagan
1965 E. Circle Drive
Inverness, Florida 34453
President/Chairman of
Board of Directors/
Secretary/Treasurer

Dennis Flanagan
1965 E. Circle Drive
Inverness, Florida 34453
Vice President

Marissa S. Balderas
1965 E. Circle Drive
Inverness, Florida 34453
Director

Rodney J. Balderas (in Iraq)
1965 E. Circle Drive
Inverness, Florida 34453
Director

Jennifer R. Garrido
3725 Light Horse Loop
Virginia Beach, Virginia 23453
Director

Carlos Garrido
3725 Light Horse Loop
Virginia Beach, Virginia 23453
Director

and shall hold office for the first year of the existence of this corporation or until an election is held by the Directors of this corporation for the election of permanent officers or until their successors have been duly elected and qualified.

ARTICLE XI **MEMBERS**

The names and addresses of the initial members of this corporation are as follows:

Patricia Flanagan
1965 E. Circle Drive
Inverness, Florida 34453
President/Chairman of
Board of Directors/
Secretary/Treasurer

Dennis Flanagan
1965 E. Circle Drive
Inverness, Florida 34453
Vice President

Marissa S. Balderas
1965 E. Circle Drive
Inverness, Florida 34453
Director

Rodney J. Balderas
1965 E. Circle Drive
Inverness, Florida 34453
Director

Jennifer R. Garrido
3725 Light Horse Loop
Virginia Beach, Virginia 23453
Director

Carlos Garrido
3725 Light Horse Loop
Virginia Beach, Virginia 23453
Director

ARTICLE XII

OFFICERS AND DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors who shall be elected annually by majority vote of the members of the corporation, at a duly called meeting, as provided in the Bylaws, and by officers who shall be elected annually by majority vote of the Board of Directors, as provided in the Bylaws.

ARTICLE XIII

AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation of the corporation may be made, altered, or rescinded from time-to-time in whole or in part by a majority vote of the members of this corporation present at any meeting of the members duly called and convened; provided, however, that a quorum is present at the meeting of the members and notice of the proposed action with respect to the Articles of Incorporation shall have been mailed to all members at least ten (10) days before the meeting. All actions including, but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting of the members may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

ARTICLE XIV

INDEMNIFICATION BY COURT ORDER

No director, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply to the court conducting the proceeding, the circuit court, or to another court of competent jurisdiction, seeking indemnification or advancement of expenses, or both, pursuant to Section 607.0850(9), Florida Statutes, without the permission of the Board of Directors.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes therein expressed this 27 day of March, 2006.

Patricia A. Flanagan
PATRICIA A. FLANAGAN

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing Articles of Incorporation was acknowledged before me this 27 day of March, 2006, by PATRICIA A. FLANAGAN, who has produced ~~North Carolina~~ FL Drivers License as identification.

Melissa Ann Ward
NOTARY PUBLIC

Printed Name: Melissa Ann Ward



Melissa Ann Ward
Commission #DD322741
Expires: May 24, 2008
Bonded Thru
Atlantic Bonding Co., Inc.

Having been named as Registered Agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

Patricia A. Flanagan
PATRICIA A. FLANAGAN